# FORM D

# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SEC Mail Processing Section

FORM D

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NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix		Serial						
	[							
DATE RECEIVED								
	<b>i</b> 1							

Name of Offering ( check if this is an amendment and name	e has changed	, and indicate change	.)	
Convertible Promissory Notes and Warrants to Purchase M	lembership In	terests		
Filing Under (Check box(es) that apply): Rule 504	Rule 505 🛛	Rule 506 🔲 Se	ction 4(6) 🔲 ULO	
Type of Filing: New Filing				1 12 2 11. 0 0 10 1 10 14 14 0 0 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 2 1
				[106][122][122][123][123][123][123][123][123
A. B	ASIC IDE	NTIFICATION	DATA	08051076
Enter the information requested about the issuer	•			
Name of Issuer ( check if this is an amendment and name	has changed,	and indicate change.)	•	
Avir Sensors, LLC				
Address of Executive Offices (Number and Street, City, State, 2	Zip Code)		Teleph	one Number (Including Area Code)
1180 Seminole Trail, Suite 495, Charlottesville, VA 22901			(434) 9	73-1450
Address of Principal Business Operations (Number and Street,	City, State, Zip	Code)	Teleph	one Number (Including Area Code)
(if different from Executive Offices)				
Same as above			Same	as above
Brief Description of Business				
Manufacturer of hazardous gas detection equipment				
Type of Business Organization				
☐ corporation ☐ limited partnership, alread	ly formed	⊠ other	(please specify): limi	ted liability company
□ business trust □ limited partnership, to be	formed		· · ·	
	Month	Year		
Actual or Estimated Date of Incorporation or Organization:	07	97		☐ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter			<del></del>	
•				
CN for C	anada: FN for	other foreign jurisdie	etion) MIA	

## **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and property ESSEE led with the

Filing Fee: There is no federal filing fee.

JUN 272008

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in thos THOMSON RELIEFS and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (06-02)

<ul> <li>Each beneficial own equity securities of t</li> <li>Each executive offic and</li> </ul>	e issuer, if the issuer having the po- he issuer; er and director o	suer has been organized wer to vote or dispose, o	r direct the vote or dispo	sition of, 10% or	r more of a class of ers of partnership issuers;
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☑ Executive Officer	☑ Director	□ General and/or Managing Partner (Board of Managers)
Full Name (Last name first, if	f individual)				
Laufer, Gabriel					
Business or Residence Addre	•		•		
c/o Avir Sensors, LLC, 1180		·		<b></b>	<b>B</b> C 1 1/
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	<ul><li>☑ General and/or</li><li>Managing Partner</li><li>(Board of Managers)</li></ul>
Full Name (Last name first, if	f individual)				
Johnson, Dean M.					
Business or Residence Addre					
c/o Avir Sensors, LLC, 1180		<del></del>	ville, VA 22901		<del></del>
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	<ul><li>☑ General and/or</li><li>Managing Partner</li><li>(Board of Managers)</li></ul>
Full Name (Last name first, it Gray, William S.	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)	•	
c/o Avir Sensors, LLC, 1180	Seminole Trai	l, Suite 495, Charlottes	ville, VA 22901		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or  Managing Partner
Full Name (Last name first, it Giles, Mark T.	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
c/o Avir Sensors, LLC, 1180	) Seminole Trai	l, Suite 495, Charlottes	ville, VA 22901		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or  Managing Partner
Full Name (Last name first, if	f individual)				
Webber, Kurt					
Business or Residence Addre	=	•	•		
c/o Avir Sensors, LLC, 1180		·			
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	f individual)				
Aerwav Holdings, LLC					
Business or Residence Addre	-	· • • • • • • • • • • • • • • • • • • •			
c/o Steven P. Kartzman, Esc 101Gibraltar Drive Morris			oldings, LLC, Mellinger	, Sanders & Ka	artzman, LLC,

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

		-		B. IN	FORMAT	TON ABO	UT OFF	ERING				
1. Has the	issuer sold	or does th	ie issuer in	tend to sel	l, to non-a	ccredited i	nvestors in	this offer	ing?		Yes	No ⊠
			An	swer also i	n Appendi	x, Column	2, if filing	g under UL	OE.			
2. What is	the minim	um investr	nent that v	vill be acce	epted from	any indivi	dual				\$ <u>N/A</u>	
0.5	<b>~</b>										Yes	No
3. Does the	e offering <sub>l</sub>	permit join	t ownersh	ip of a sing	de unit?						⊠	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated with persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Name None	(Last nam	ne first, if i	ndividual)									
Business	or Residence	e Address	(Number	and Street,	City, Stat	e, Zip Cod	e)					-
Name of A	Associated	Broker or	Dealer									
States in V	Which Down	Time d 1	U C-1:-:	T4	- d- 4- C-1:	-i4 Draugh -				<u> </u>	· · · · · · · · · · · · · · · · · · ·	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)												
AL	AK	AZ	AR	CA	CO	СТ	DE	DC	FL	GA	ні	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
Full Name	SC (Last nam	SD De first if i	TN ndividual)	TX	UT	VT	VA	WA	WV	WI	WY	PR
I uli I valik	(Last Hail	ic mst, ii i	iidividuai)									
Business	or Residen	ce Address	(Number	and Street,	City, Stat	e, Zip Cod	e)					
Name of A	Associated	Broker or	Dealer				·· · · · · · · · · · · · · · · · · · ·	,				
States in V	Which Pers	on Listed	Has Solicit	ed or Inter	ıds to Soli	cit Purchas	ers					
(Check "A	All States"	or check in	ıdividual S	tates)		••••	••••••		All States			
AL	AK	AZ	AR	CA	со	СТ	DE	DC	FL	GA	н	ID
lL NT	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT RI	NE SC	NV SD	NH TN	NJ	NM	NY	NC YA	ND WA	OH WV	OK WI	OR WY	PA PR
	(Last nan			TX	UT	<u>  VT</u>	VA	WA	1 W V		WI	rk j
	or Residen		·		City Stat	a Zin Cod	۵)					
						e, zip cou						
Name of A	Associated	Broker or	Dealer									
States in V	Which Pers	on Listed	Has Solicit	ed or Inter	nds to Soli	cit Purchas	ers					
(Check "A	All States"	or check in	ndividual S	tates)		•••••	•••••		All States			
AL	AK	AZ	AR	CA	со	СТ	DE	DC	FL	GA	ні	ID
IL	IN	IA	KS	KY	LA	МЕ	MD	MA	Ml	MN	MS	МО
MT	NE SC	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AN	D U	SE OF PROCEEI	DS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the column below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	\$	5,000,000	\$	3,388,273
	Equity	\$		\$	
	□ Common □ Preferred				
	Convertible Securities (including warrants)	\$		\$	
	Partnership Interests	\$		\$	
	Other (Specify)	\$		\$	····
	Total	\$	5,000,000	\$	3,388,273
2.	Answer also in Appendix, Column3, if filing under ULOE Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".				
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors		12	\$	3,388,273
	Non-accredited Investors			\$	
	Total (for filings under Rule 504 only)			\$	
3.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		Not Applicable	•	- "
	Type of Offering		Type of Security		Dollar Amount Sold
	Rule 505			\$	
	Regulation A			\$	
	Rule 504			\$	<del></del>
	Total			\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	•		•	
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs		🛛	\$	500
	Legal Fees			\$	20,000
	Accounting Fees		⊠	\$	10,000
	Engineering Fees			\$	
	Sales Commissions (Specify finder's fees separately)			\$	
	Other Expenses (Identify)			\$	
	Total			\$	30,500

<sup>&</sup>lt;sup>1</sup> The Company has determined that the value of the warrants issued is de minimus; therefore the value of the warrants is not reflected in the "amount already sold" column.

	b.	C-Question 1 and total expenses	gregate offering price given in response to P furnished in response to Part C-Question 4 ss proceeds to the issuer."	.a.					\$3,357,773
5.	pro not of t	posed to be used for each of the pur known, furnish an estimate and che	ljusted gross proceeds to the issuer used poses shown. If the amount for any purpose ck the box to the left of the estimate. The to djusted gross proceeds to the issuer set forth	is tal					
	•					Payments to			
						Officers, Directors, & Affiliates			Payments To Others
		Salaries and fees		$\boxtimes$	\$	161,000		\$	770,000
		Purchase of real estate			\$ .			\$	
		Purchase, rental or leasing and insta	llation of machinery and equipment		\$.			\$	136,000
		Construction or leasing of plant bui	ldings and facilities		\$.			\$	
		this offering that may be used in	cluding the value of securities involved in exchange for the assets or securities of	_	•		_	•	
			)		<b>)</b> .				
		• •		_	<b>.</b>				2 200 772
									2,290,773
		Other (specify)		Ш	Φ.			D.	
			1 11 N		\$ _	161,000	⊠		3,196,773
		Total Payments Listed (column total	ls added)					3	3,357,773
		· · · · · · · · · · · · · · · · · · ·	D. FEDERAL SIGNATURE		···-				······································
the	follo ten 1	wing signature constitutes an underta	signed by the undersigned duly authorized per aking by the issuer to furnish to the U.S. Sec armished by the issuer to any non-accredited in	uriti	es ai	nd Exchange Co	mmi	issic	on, upon
Isst	ıer (	Print or Type)	Signature	D	ate				
Avi	r Se	nsors, LLC	DeauM. Johnson	J	ıne	23, 2008			
Nar	ne o	f Signer (Print or Type)	Title of Signer (Print or Type)						
Dea	n M	. Johnson	President						
			ATTENTION		L. C'	(5.10.1)	5.6	10	
		international misstatements or (	omissions of fact constitute federal criminal	l V10	<u>iati</u>	ons. (See 18 U.	5.C.	10(	J1.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.252 (c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?	Yes □	No ⊠
	See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is	filed, a no	otice on

- Form D (17 CFR 239.500) at such times as required by state law.
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Men M. Johnson	Date
Avir Sensors, LLC	allen M. formor	June 23, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Dean M. Johnson	President	

# Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AP	PENDIX			•	
1	non-ac investo	to sell to ccredited rs in State 1 – Item 1)	3 Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State  (Part C – Item 2)			ULOE (if	5 i under State yes, attach on of waiver ort E – Item 1)
State	Yes	No	Convertible Promissory Notes and Warrants to Purchase Membership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
со									
СТ									
DE									
DC									
FL									
GA			'						
ні									
ID									
IL.									
IN									
IA									
KS									
KY							-		
LA									
ME									
MD									
MA									
MI									
MN									
MS					;				

	· · · · · · · · · · · · · · · · · · ·			A	PPENDIX				
1	non-a	2 I to sell to ccredited rs in State I – Item 1)	3 Type of Security and aggregate offering price offered in state (Part C-Item I)		4  Type of investor and amount purchased in State  (Part C – Item 2)			ULOE (if	5 d under State yes, attach on of waiver art E – Item 1)
State	Yes	No	Convertible Promissory Notes and Warrants to Purchase Membership Interests s	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мо									
MT									
NE							·		
NV									
NH									
NJ									
NM									
NY									
NC							•		
ND									
ОН									
ок									
OR									
PA									
RI									
SC									
SD									
TN									
TX				,			<u> </u>		
UT									
VT				<del></del>					
VA		$\boxtimes$	\$3,388,273	12	\$3,388,273	-0-	-0-		$\boxtimes$
WA									
wv									
WI									

		······		AP	PENDIX					
1		2	3			4		5		
State	non-ac investo	to sell to ccredited rs in State 3 – Item 1) No	Type of Security and aggregate offering price offered in state (Part C-Item 1) Convertible Promissory Notes and Warrants to Purchase Membership Interests	Number of Accredited Investors	Type of it amount pure (Part C	Disqualified under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)  Yes No				
WY										
PR										

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